

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fernandez M Sean</u> _____ (Last) (First) (Middle) <u>C/O XPO LOGISTICS, INC.</u> <u>5 GREENWICH OFFICE PARK</u> _____ (Street) <u>GREENWICH CT 06831</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>XPO Logistics, Inc. [XPO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Operating Officer		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2012</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	09/02/2013		M		30,000	A	(1)	59,625	D	
Common Stock, par value \$0.001 per share	09/02/2013		F(2)		9,511	D	\$22.96	50,114	D	
Common Stock, par value \$0.001 per share	09/04/2013		S(3)		5,379	D	\$22.85	44,735	D	
Common Stock, par value \$0.001 per share								13,500	I	By spouse
Common Stock, par value \$0.001 per share								2,290	I	See footnote(4)
Common Stock, par value \$0.001 per share								2,300	I	See footnote(4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(1)	08/20/2012		A		95,000(5)		(6)	(6)	Common Stock, par value \$0.001 per share	95,000	\$0	150,000(7)	D	
Restricted Stock Unit	(1)	09/02/2013		M		30,000		(6)	(6)	Common Stock, par value \$0.001 per share	30,000	\$0	90,000	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) a cash payment equal to the fair market value of one share of Common Stock.
- These shares of Common Stock were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting and settlement of RSUs.
- These shares were sold to fund tax liability attributable to the related vesting and settlement of RSUs.
- These shares are held in the Reporting Person's daughters' Uniform Transfer to Minors Act (UTMA) accounts, of which the Reporting Person's spouse is the custodian.
- On November 7, 2011, the Reporting Person was granted 95,000 unvested RSUs, subject to the Company's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On August 20, 2012, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such RSUs had been satisfied; such RSUs thereafter vested as follows: the first installment of 25,000 of such RSUs vested and was settled on September 2, 2012 (which transaction was previously reported as an acquisition of Common Stock on a Form 4 filed September 5, 2012); the second installment of 17,500 vested and was settled on September 2, 2013 and is reported herein, and 17,500 of such RSUs shall vest and be settled on each of September 2, 2014, 2015 and 2016, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest and are settled as follows: 30,000 RSUs vested and were settled on September 2, 2012, and 30,000 RSUs vest and shall be settled on each of the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
- For clarity, the number of RSUs reported as being owned by the Reporting Person following such August 20, 2012 acquisition includes 55,000 other RSUs that were then held by the Reporting Person, 17,500 of which have subsequently vested and been settled for shares of Common Stock, including 12,500 that vested and were settled for shares of Common Stock on September 2, 2013 as reported herein.

Gordon E. Devens, Attorney in Fact 09/04/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

